

EXHIBIT A

Check if Schedule O contains a response or note to any line in this Part III ☒

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a	(Code:) (Expenses \$ including grants of \$) (Revenue \$)
THE ORGANIZATION REPRESENTS RECORDING ARTISTS AND SOUND RECORDING RIGHTS OWNERS, INCLUDING MAJOR AND INDEPENDENT RECORD LABELS, FOR THE COLLECTION AND DISTRIBUTION OF ROYALTIES FOR PUBLIC PERFORMANCE OF THEIR WORK ON NON-INTERACTIVE DIGITAL RADIO SERVICES. IN THIS CAPACITY, SOUNDEXCHANGE:-DISTRIBUTED MORE THAN \$7.9 BILLION DOLLARS IN ROYALTIES TO RECORDING ARTISTS AND RIGHTS OWNERS.-DISTRIBUTES ROYALTIES TO APPROXIMATELY 240,000 RECORDING ARTISTS', RIGHTS OWNERS' ACCOUNTS.-RECEIVED MORE THAN 43,000 RECORDING ARTIST OR RIGHTS OWNER ACCOUNT REGISTRATIONS IN 2020. (CONT. ON SCH O)-WITH AN ADMIN RATE OF 5.3% (AUDITED) FOR 2020, THE LOWEST ADMINISTRATIVE RATE OF ANY SOUND RECORDING WORLDWIDE.-DISTRIBUTES ROYALTIES TO RECORDING ARTISTS AND RIGHTS OWNERS' ACCOUNTS ON A MONTHLY BASIS, AND WE CAN PAY OUT THE VAST MAJORITY OF ROYALTIES WITHIN 45 DAYS OF RECEIPT.-WE ARE ULTIMATELY ABLE TO DISTRIBUTE MORE THAN 96% OF ROYALTIES COLLECTED TO RECORDING ARTISTS AND RIGHTS OWNERS' ACCOUNTS.	

4b	(Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c	(Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d	Other program services (Describe in Schedule O.)
(Expenses \$	including grants of \$) (Revenue \$)

4e Total program service expenses ▶

Part IV **Checklist of Required Schedules** **Document 80-1** **Filed 12/20/24** **Page 4 of 35**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	Yes
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi endowments? If "Yes," complete Schedule D, Part V	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	Yes
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	No

Part IV Checklist of Required Schedules (continued) **Case 1:24-cv-05491-NRB Document 80-1 Filed 12/20/24 Page 5 of 35**

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	
26 Did the organization report any amount on Part X, line 5 or 22 for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	No
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	No
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	No
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	Yes

Part V Statements Regarding Other IRS Filings and Tax Compliance

 Check if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	34,225
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes

2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	205			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .	4a	Yes			
b	If "Yes," enter the name of the foreign country: <u>CJ, UK</u> See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No	
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No	
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			No	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7f				
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a				
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	Section 501(c)(12) organizations. Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b				
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.	15	Yes			
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? . . . If "Yes," complete Form 4720, Schedule O.	16			No	

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	18		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent	18		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		No
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed	DC
18	Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.	
20	State the name, address, and telephone number of the person who possesses the organization's books and records: ANJULA SINGH 733 10TH STREET NW 10TH FL WASHINGTON, DC 20001 (202) 640-5870	

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See instructions for the order in which to list the persons above.
- ☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID BYRNE DIRECTOR	1.00 0.00	X						0	0	0
(2) JAY L COOPER DIRECTOR	1.00 0.00	X						0	0	0
(3) DUNCAN CRABTREE-IRELAND DIRECTOR	1.00 0.00	X						0	0	0
(4) ANDREA FINKELSTEIN DIRECTOR	1.00 0.00	X						0	0	0
(5) RAY HAIR DIRECTOR	1.00 0.00	X						0	0	0
(6) JEFF HARLESTON DIRECTOR	1.00 0.00	X						0	0	0
(7) MICHAEL HAUSMAN DIRECTOR	1.00 0.00	X						0	0	0
(8) MITCH GLAZIER DIRECTOR	1.00 0.00	X						0	0	0
(9) KENDALL MINTER DIRECTOR	1.00 0.00	X						0	0	0
(10) RICHARD BURGESS DIRECTOR	1.00 0.00	X						0	0	0
(11) PATRICK RAINS DIRECTOR	1.00 0.00	X						0	0	0
(12) MARTHA REEVES DIRECTOR	1.00 0.00	X						0	0	0
(13) ALASDAIR MCMULLAN DIRECTOR	1.00 0.00	X						0	0	0
(14) PAUL ROBINSON DIRECTOR	1.00 0.00	X						0	0	0
(15) LAURIE SORIANO DIRECTOR	1.00 0.00	X						0	0	0
(16) DARIUS VAN ARMAN DIRECTOR	1.00 0.00	X						0	0	0
(17) JEFF WALKER DIRECTOR	1.00 0.00	X						0	0	0

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) VICTOR ZARAYA DIRECTOR	1.00 0.00	X						0	0	0
(19) MICHAEL J HUPPE PRESIDENT & CEO	40.00 1.00			X				1,556,798	0	44,098
(20) CHARLES COLIN RUSHING CHIEF LEGAL OFFICER	40.00 1.00			X				601,441	0	38,838
(21) ANJULA SINGH EVP & CFO	40.00 1.00			X				736,655	0	26,744
(22) JONATHAN BENDER CHIEF OPERATING OFFICER	40.00 1.00			X				581,428	0	11,757
(23) SCOTT DAY CHIEF TECHNOLOGY OFFICER	40.00 1.00				X			556,210	0	18,505
(24) LUIS BONILLA SVP, OPERATIONS	40.00 1.00					X		400,616	0	39,402
(25) JULIA MASSIMINO SVP, GLOBAL PUBLIC POLICY	40.00 1.00					X		372,647	0	34,054
(26) BARRY LEVINE VICE PRESIDENT, INDUSTRY RELATIONS	40.00 1.00					X		342,331	0	14,652
(27) MICHAEL LEVI VICE PRESIDENT, FINANCE	40.00 1.00					X		321,512	0	21,186
(28) TIMOTHY DADSON DEPUTY GENERAL COUNSEL	40.00 1.00					X		312,319	0	18,126

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	5,781,957	0	267,362

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 71

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
JENNER & BLOCK LLP 353 N CLARK STREET CHICAGO, IL 606543456	LEGAL	5,029,850
COMPASS LEXECON LLC PO BOX 418005 BOSTON, MA 022418005	LEGAL	2,565,620
SOLUTION STREET LLC 505 HUNTMAR PARK DR HERNDON, VA 20170	IT CONSULTING	1,869,621
TIGER TEAM CONSULTING LLC 11781 LEE JACKSON MEMORIAL HWY FAIRFAX, VA 220333309	IT CONSULTING	1,767,366
TEN MILE SQUARE TECHNOLOGIES 803 WEST BROAD STREET SUITE 210 FALLS CHURCH, VA 22046	IT CONSULTING	1,453,127

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 32

Part VIII

Statement of Revenue

☐

Check if Schedule O contains a response or note to any line in this Part VIII. ☐

	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts				
1a Federated campaigns . . .	1a			
b Membership dues . . .	1b			
c Fundraising events . . .	1c			
d Related organizations	1d			
e Government grants (contributions)	1e			
f All other contributions, gifts, grants, and similar amounts not included above	1f			
g Noncash contributions included in lines 1a - 1f:\$	1g			
h Total. Add lines 1a-1f				

	Business Code			
2a ROYALTY COLLECTION	900099	45,104,250	45,104,250	
b UNCLAIMED FUNDS	900099	8,453,820	8,453,820	
c BAD DEBT RECOVERY	900099	1,558,154	1,558,154	
d COST RECOVERY FEES	900099	758,453	758,453	
e				
f All other program service revenue.				
g Total. Add lines 2a-2f.		55,874,677		

3 Investment income (including dividends, interest, and other similar amounts)		4,488,501		145,835	4,342,666
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					

6a Gross rents	6a	203,703			
b Less: rental expenses	6b	203,703			
c Rental income or (loss)	6c	0			
d Net rental income or (loss)		0			

7a Gross amount from sales of assets other than inventory	7a				
b Less: cost or other basis and sales expenses	7b				
c Gain or (loss)	7c				

8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	8a				
b Less: direct expenses	8b				
c Net income or (loss) from fundraising events					

9a Gross income from gaming activities. See Part IV, line 19	9a				
b Less: direct expenses	9b				
c Net income or (loss) from gaming activities					

10a Gross sales of inventory, less returns and allowances	10a				
b Less: cost of goods sold	10b				

c Net income or (loss) from sales of inventory					
---	--	--	--	--	--

11a REIMBURSED SERVICES IN	900099	1,684,126	1,627,611	56,515	
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b MISCELLANEOUS INCOME	900099	680	680		
-------------------------------	--------	-----	-----	--	--

c					
----------	--	--	--	--	--

d All other revenue					
--------------------------------------	--	--	--	--	--

e Total. Add lines 11a-11d		1,684,806			
12 Total revenue. See instructions		62,047,984	57,502,968	202,350	4,342,666

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	4,172,475			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	18,873,678			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	784,517			
9 Other employee benefits	1,456,796			
10 Payroll taxes	1,548,263			
11 Fees for services (non-employees):				
a Management				
b Legal	1,401,178			
c Accounting	328,829			
d Lobbying	276,038			
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	629,197			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	2,237,571			
12 Advertising and promotion	50,268			
13 Office expenses	445,644			
14 Information technology	8,805,535			
15 Royalties				
16 Occupancy	3,346,561			
17 Travel	278,276			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	380,340			
20 Interest	145,902			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	12,365,004			
23 Insurance	603,781			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BAD DEBT EXPENSE	1,558,154			
b MISCELLANEOUS	1,285,225			
c COST RECOVERY	758,454			
d BANK FEES	204,290			
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	61,935,976			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX. ☐

		(A) Beginning of year		(B) End of year	
1	Cash-non-interest-bearing	12,671,088	1	7,958,022	
2	Savings and temporary cash investments	38,203,961	2	45,514,676	
3	Pledges and grants receivable, net		3		
4	Accounts receivable, net	151,817,762	4	155,747,661	
5	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5		
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6		
7	Notes and loans receivable, net	10,401,817	7	13,041,957	
8	Inventories for sale or use		8		
9	Prepaid expenses and deferred charges	1,145,698	9	914,032	
10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	40,451,877			
b	Less: accumulated depreciation	26,931,650	10c	13,520,227	
11	Investments—publicly traded securities	430,629,999	11	433,575,500	
12	Investments—other securities. See Part IV, line 11		12		
13	Investments—program-related. See Part IV, line 11		13		
14	Intangible assets		14		
15	Other assets. See Part IV, line 11	40,269,546	15	52,274,677	
16	Total assets. Add lines 1 through 15 (must equal line 33)	696,901,194	16	722,546,752	
17	Accounts payable and accrued expenses	13,726,607	17	21,463,081	
18	Grants payable		18		
19	Deferred revenue	22,929,510	19	18,424,610	
20	Tax-exempt bond liabilities		20		
21	Escrow or custodial account liability. Complete Part IV of Schedule D		21		
22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22		
23	Secured mortgages and notes payable to unrelated third parties		23		
24	Unsecured notes and loans payable to unrelated third parties		24		
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D	627,820,796	25	641,059,532	
26	Total liabilities. Add lines 17 through 25	664,476,913	26	680,947,223	
27	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.				
28	Net assets without donor restrictions	32,424,281	27	41,599,529	
29	Net assets with donor restrictions		28		
30	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.				
31	Capital stock or trust principal, or current funds		29		
32	Paid-in or capital surplus, or land, building or equipment fund		30		
33	Retained earnings, endowment, accumulated income, or other funds		31		
	Total net assets or fund balances	32,424,281	32	41,599,529	
	Total liabilities and net assets/fund balances	696,901,194	33	722,546,752	

Part XI Reconciliation of Net Assets

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Check if Schedule O contains a response or note to any line in this Part XI



1	Total revenue (must equal Part VIII, column (A), line 12)	1	62,047,984
2	Total expenses (must equal Part IX, column (A), line 25)	2	61,935,976
3	Revenue less expenses. Subtract line 2 from line 1	3	112,008
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	32,424,281
5	Net unrealized gains (losses) on investments	5	171,666
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	8,891,574
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	41,599,529

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII



	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE C
(Form 990 or
990-EZ)

Department of the
Treasury
Internal Revenue

Political Campaign and Lobbying Activities

**For Organizations Exempt From Income Tax Under section 501(c) and
section 527**

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2020

**Open to Public
Inspection**

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of the organization SOUNDEXCHANGE INC	Employer identification number 76-0742496
---	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1** Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")
- 2** Political campaign activity expenditures (see instructions) ▶ \$ 641
- 3** Volunteer hours for political campaign activities (see instructions) 0

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1** Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2** Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3** If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a** Was a correction made? ☐ Yes ☐ No
- b** If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1** Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2** Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ 641
- 3** Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b..... ▶ \$ 641
- 4** Did the filing organization file **Form 1120-POL** for this year? ☒ Yes ☐ No
- 5** Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1) MUSIC SPEAKS THE SOUNDEXCHANGE INC LEGISLATIVE FUND	733 10TH STREET NW 10TH FLOOR WASHINGTON, DC 20001	30-0760208	641	
2				
3				
4				
5				
6				

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 9768 (election under section 501(h)).

- A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
1b Total lobbying expenditures to influence a legislative body (direct lobbying)															
1c Total lobbying expenditures (add lines 1a and 1b)															
1d Other exempt purpose expenditures															
1e Total exempt purpose expenditures (add lines 1c and 1d)															
1f Lobbying nontaxable amount. Enter the amount from the following table in both columns.															
<table><tr><th>If the amount on line 1e, column (a) or (b) is:</th><th>The lobbying nontaxable amount is:</th></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e.</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000.</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000.</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000.</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000.</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
PART I-A, LINE 1:	PAID ADMINISTRATIVE EXPENSES FOR LEGISLATIVE FUND (PAC)

Name of the organization SOUNDEXCHANGE INC	Employer identification number 76-0742496
---	--

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II

Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:
a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____
b Assets included in Form 990, Part X ▶ \$ _____

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a☐ Public exhibition

b☐ Scholarly research

c☐ Preservation for future generations

d☐ Loan or exchange programs

e☐ Other
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . ☐ Yes ☐ No

Part IV

Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . . ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V

Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

- | | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |
- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶

b Permanent endowment ▶

c Term endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- (i) Unrelated organizations

(ii) Related organizations
- b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		1,477,018	254,395	1,222,623
d Equipment		1,980,903	1,705,126	275,777
e Other		36,993,956	24,972,129	12,021,827
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶				13,520,227

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments—Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col.(B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)LICENSING COSTS, NET	38,028,908
(2)INVESTMENTS IN SUBSIDIARIES	14,192,694
(3)OTHER DEPOSITS	53,075
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) ▶	52,274,677

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.) ▶	641,059,532

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

Part XIII

Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
PART X, LINE 2:	UNDER ASC 740-10, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, AN ORGANIZATION MUST RECOGNIZE INCOME TAX BENEFITS FOR INCOME TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, ONLY WHEN IT IS DETERMINED THAT THE INCOME TAX POSITION WILL MORE-LIKELY-THAN-NOT BE SUSTAINED UPON EXAMINATION BY TAXING AUTHORITIES. THE ORGANIZATION ANALYZED TAX POSITIONS TAKEN FOR FILING WITH THE INTERNAL REVENUE SERVICE AND ALL STATE JURISDICTIONS WHERE IT OPERATES. THE ORGANIZATION BELIEVES THAT INCOME TAX FILING POSITIONS WILL BE SUSTAINED UPON EXAMINATION AND DOES NOT ANTICIPATE ANY ADJUSTMENTS THAT WOULD RESULT IN A MATERIAL ADVERSE EFFECT ON THE ORGANIZATION'S FINANCIAL CONDITION, RESULTS OF OPERATIONS OR CASH FLOWS. ACCORDINGLY, THE ORGANIZATION HAS NOT RECORDED ANY RESERVES, OR RELATED ACCRUALS FOR INTEREST AND PENALTIES FOR UNCERTAIN INCOME TAX POSITIONS AT DECEMBER 31, 2020 AND 2019. THE ORGANIZATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS; HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY OPEN TAX PERIODS.THE ORGANIZATION BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO 2017.
PART X - FUNDS HELD IN AGENCY	ROYALTIES PAYMENTS ARE DUE 45 DAYS AFTER THE END OF THE MONTH. A RECEIVABLE AND CORRESPONDING LIABILITY ARE RECORDED FOR ROYALTIES RELATING TO 2020, BUT COLLECTED AFTER DECEMBER 31, 2020. THE FUNDS HELD IN AGENCY BALANCE OF \$621,319,098 AT DECEMBER 31, 2020 INCLUDED A \$153,832,964 ACCRUAL FOR SUCH ROYALTIES.

Department of the Treasury

NAME of the organization
SEVEN EXCHANGE INC

Employer identification number
76-0742496

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) NORTH AMERICA	0	0	PROGRAM SERVICES	CONF & MEETINGS	17,868
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0	0			17,868
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			17,868

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III

Grants and Other Assistance to Individuals Outside the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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- 1

Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☐ Yes

☒ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990).*

☐ Yes

☒ No

Supplemental Information

Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

[illegible]

Name of the organization SOUNDEXCHANGE INC	Employer identification number 76-0742496
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Part I

Questions Regarding Compensation

<div>1a</div> <div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</div> <div><div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</div></div></div> <div>b</div> <div>If any of the boxes on Line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div> <div>2</div> <div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked on Line 1a?</div> <div>3</div> <div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</div> <div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div> <div>4</div> <div>During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</div> <div><div>a</div><div>Receive a severance payment or change-of-control payment?</div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div><div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</div><div>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</div><div>5</div><div>For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</div><div><div>a</div><div>The organization?</div><div>b</div><div>Any related organization?</div><div>If "Yes," on line 5a or 5b, describe in Part III.</div><div>6</div><div>For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</div><div><div>a</div><div>The organization?</div><div>b</div><div>Any related organization?</div><div>If "Yes," on line 6a or 6b, describe in Part III.</div><div>7</div><div>For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div><div>8</div><div>Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</div><div>9</div><div>If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div></div></div>	<div>Yes</div> <div>No</div> <div>1b</div> <div>2</div> <div>4a</div> <div>4b</div> <div>4c</div> <div>5a</div> <div>5b</div> <div>6a</div> <div>6b</div> <div>7</div> <div>8</div> <div>9</div>	<div>Yes</div> <div>Yes</div> <div>Yes</div> <div>No</div> <div>No</div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
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Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1MICHAEL J HUPPE PRESIDENT & CEO	(i)	1,173,573	350,000	33,225	14,250	29,848	1,600,896	0
	(ii)	0	0	0	0	0	0	0
2ANJULA SINGH EVP & CFO	(i)	606,631	125,000	5,024	14,250	12,494	763,399	0
	(ii)	0	0	0	0	0	0	0
3CHARLES COLIN RUSHING CHIEF LEGAL OFFICER	(i)	514,457	86,000	984	14,250	24,588	640,279	0
	(ii)	0	0	0	0	0	0	0
4JONATHAN BENDER CHIEF OPERATING OFFICER	(i)	140,645	0	440,783	7,065	4,692	593,185	0
	(ii)	0	0	0	0	0	0	0
5SCOTT DAY CHIEF TECHNOLOGY OFFICER	(i)	486,278	65,000	4,932	14,250	4,255	574,715	0
	(ii)	0	0	0	0	0	0	0
6LUIS BONILLA SVP, OPERATIONS	(i)	336,584	63,177	855	14,250	25,152	440,018	0
	(ii)	0	0	0	0	0	0	0
7JULIA MASSIMINO SVP, GLOBAL PUBLIC POLICY	(i)	322,336	45,000	5,311	14,250	19,804	406,701	0
	(ii)	0	0	0	0	0	0	0
8BARRY LEVINE VICE PRESIDENT, INDUSTRY RELATIONS	(i)	299,357	42,000	974	14,250	402	356,983	0
	(ii)	0	0	0	0	0	0	0
9MICHAEL LEVI VICE PRESIDENT, FINANCE	(i)	283,320	38,000	192	13,871	7,315	342,698	0
	(ii)	0	0	0	0	0	0	0
10TIMOTHY DADSON DEPUTY GENERAL COUNSEL	(i)	276,569	35,000	750	13,871	4,255	330,445	0
	(ii)	0	0	0	0	0	0	0

Part III **Supplemental Information**

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Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 1A	OUR POLICY IS NOT TO PROVIDE FOR FIRST CLASS TRAVEL, HOWEVER BASED ON EXTENUATING CIRCUMSTANCES WE DID PERMIT SUCH TRAVEL FOR A FEW INSTANCES IN 2020. OUR PRESIDENT IS PERMITTED SPOUSAL COMPANION TRAVEL REIMBURSEMENT OF UP TO \$5,000 ANNUALLY. WHERE APPLICABLE, FIRST CLASS TRAVEL AND SPOUSAL COMPANION TRAVEL WAS INCLUDED AS A TAXABLE BENEFIT, AND THE TAX ON THESE AMOUNTS WERE GROSSED UP FOR EMPLOYEES. WHERE APPLICABLE, THE TAX ON SHORT-TERM AND LONG-TERM DISABILITY IS GROSSED UP FOR EMPLOYEES. WHERE APPLICABLE, TRAVEL AND HOUSING TO THE CORPORATE OFFICE WAS INCLUDED AS A TAXABLE BENEFIT FOR EMPLOYEES BASED OUT OF THE WASHINGTON DC AREA WHOSE HOME OFFICE WAS DEEMED TO BE WASHINGTON DC.
PART I, LINE 4B	JONATHAN BENDER RECEIVED \$440,670 IN SEVERANCE PAYMENTS IN 2020 BASED UPON THE TERMS OF HIS AGREEMENT.

**SCHEDULE O
(Form 990 or
990-EZ)**

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

2020

**Open to Public
Inspection**

Department of the

Name of the organization
SOUNDEXCHANGE
Service

Employer identification number

76-0742496

Return Reference	Explanation
FORM 990, PART I, LINE 5	AS OF DECEMBER 31, 2020, SOUNDEXCHANGE HAD 185 EMPLOYEES.
FORM 990, PART III, LINE 1	SOUNDEXCHANGE IS THE NON-PROFIT ORGANIZATION THAT DEVELOPS AND IMPLEMENTS INNOVATIVE, EFFICIENT, AND TRUSTED FINANCIAL-TECH AND DATA MANAGEMENT SOLUTIONS FOR THE GLOBAL MUSIC MARKETPLACE, INCLUDING PROVIDING TECHNOLOGY AND ROYALTY SOLUTIONS FOR SOUND RECORDINGS AND MUSIC PUBLISHING, AND SERVING AS THE CRITICAL BACKBONE TO TODAY'S DIGITAL MUSIC INDUSTRY. THROUGH TECH INNOVATION, ATTENTIVE CUSTOMER SERVICE, AND CHANGE-MAKING ADVOCACY EFFORTS, SOUNDEXCHANGE ENDEAVORS TO MAKE THE BUSINESS OF MUSIC MORE EFFICIENT, MORE SIMPLE AND MORE FAIR. THE ORGANIZATION REPRESENTS APPROXIMATELY 240,000 RECORDING ARTISTS AND SOUND RECORDING RIGHTS OWNERS, INCLUDING MAJOR AND INDEPENDENT RECORD LABELS, FOR THE COLLECTION AND DISTRIBUTION OF ROYALTIES FOR PUBLIC PERFORMANCE OF THEIR WORK ON NON-INTERACTIVE DIGITAL RADIO SERVICES. SOUNDEXCHANGE ALSO ADMINISTERS DIRECT NON-STATUTORY LICENSING ARRANGEMENTS BETWEEN SOUND RECORDING COPYRIGHT OWNERS AND SERVICES PERFORMING THEIR SOUND RECORDINGS AND COLLECTS, AND DISTRIBUTES ROYALTIES RECEIVED FROM FOREIGN COLLECTIVE MANAGEMENT ORGANIZATIONS ON BEHALF OF ITS MEMBERS. SOUNDEXCHANGE ALSO ADVOCATES FOR CREATORS' RIGHTS, SEEKING ROYALTY STRUCTURES THAT PROTECT THE VALUE OF MUSIC FOR ARTISTS, ENSURING THEY ARE PAID FAIRLY NO MATTER WHERE THEIR MUSIC IS PLAYED. THE LIBRARY OF CONGRESS HAS DESIGNATED SOUNDEXCHANGE TO ADMINISTER THE STATUTORY LICENSES FOR NON-INTERACTIVE DIGITAL RADIO SERVICES, INCLUDING PANDORA, SIRIUSXM, AND MUSIC CHOICE AND MORE THAN 3,600 OTHER DIGITAL MUSIC SERVICES. TO DATE, SOUNDEXCHANGE HAS DISTRIBUTED MORE THAN \$8 BILLION IN ROYALTIES.
FORM 990, PART VI, SECTION A, LINE 8B	SOUNDEXCHANGE DOES NOT KEEP WRITTEN MINUTES OF ALL OF ITS COMMITTEE MEETINGS. IN PARTICULAR, WE DO NOT KEEP MINUTES OF OUR LICENSING COMMITTEE OR FINANCE COMMITTEE MEETINGS DUE TO THE SENSITIVITY OF MATTERS DISCUSSED IN THOSE MEETINGS. OUR GOVERNING DOCUMENTS MAKE CLEAR THAT MINUTES ARE NOT MANDATORY. WE DO KEEP WRITTEN MINUTES OF ALL BOARD MEETINGS.
FORM 990, PART VI, SECTION B, LINE 11B	MANAGEMENT WILL REVIEW THE 990 PRIOR TO FILING. A COPY OF THE FILED 990 WILL BE PROVIDED TO THE FULL BOARD OF DIRECTORS.
FORM 990, PART VI, SECTION B, LINE 12C	THE SOUNDEXCHANGE GOVERNANCE MANUAL REQUIRES THE DISCLOSURE OF ANY POTENTIAL CONFLICTS OF INTEREST. IN ADDITION, THE MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE COMPANY COMPLETE AN ANNUAL QUESTIONNAIRE THAT ASKS IF THERE HAVE BEEN ANY CONFLICTS OF INTEREST IN THE REPORTING YEAR.
FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION COMMITTEE, COMPRISING OF MEMBERS OF THE BOARD OF DIRECTORS, CONSIDERS EXTERNAL SALARY DATA, SCOPE AND COMPLEXITY OF THE RESPONSIBILITIES OF THE POSITION, IN DETERMINING, AND RECOMMENDING TO THE FULL BOARD FOR APPROVAL, THE PRESIDENT AND CEO'S EXECUTIVE COMPENSATION. THE PRESIDENT AND CEO ASSESSES COMPENSATION FOR THE OFFICERS AND OTHER EXECUTIVE TEAM MEMBERS BY UTILIZING RELEVANT EXTERNAL COMPARABLE SALARY DATA FOR LIKE RESPONSIBILITIES AT NOT-FOR-PROFIT ORGANIZATIONS, EXPERIENCE AND ANNUAL REVIEW PROCESS.
FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS ARE NOT MADE AVAILABLE TO THE PUBLIC. THE CONFLICT OF INTEREST DOCUMENTS ARE NOT MADE AVAILABLE TO THE PUBLIC. A NON-GAAP VERSION OF THE FINANCIAL STATEMENTS IS MADE AVAILABLE ON SOUNDEXCHANGE'S WEBSITE.
FORM 990, PART XI, LINE 9:	MEMBER CONTRIBUTION 8,891,574.
FORM 990, PART XII, LINE 2C	OVERSIGHT OF AUDIT: THERE HAVE BEEN NO CHANGES DURING THE YEAR IN THE PROCESS FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2020

Open to Public Inspection

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service
Name of the organization
SOUNDEXCHANGE INC

Employer identification number

76-0742496

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
(1) SOUNDEXCHANGE ENTERPRISES INC 733 10TH STREET NW 10TH FLOOR WASHINGTON, DC 20001 82-2233404	VAR MUSIC ADM SVC	DE	SOUNDEXCHANGE	C	145,835	18,448,450	100.000 %	Yes	
(2) SXWORKS LLC 733 10TH STREET NW 10TH FLOOR WASHINGTON, DC 20001 82-2227618	MUSIC PUBLISHING	DE	SX ENTERPRISES	C	15,800	17,633,826	100.000 %	Yes	
(3) CMRRA LTD 320-56 WELLESLEY STREET WEST TORONTO, ONTARIO M5S 2S3 CA 99-9999999	SEE PART VII	CA	SXWORKS	C	8,501,833	52,453,735	100.000 %	Yes	

Part V Transactions With Related Organizations Case 1:24-cv-05491-NRB Document 80-1 Filed 12/20/24 Page 33 of 35

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a	Yes	
1b	Yes	
1c		No
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p		No
1q		No
1r	Yes	
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SOUNDEXCHANGE ENTERPRISES INC	A	145,835	ACCRUAL
(2) SXWORKS LLC	L	415,057	SERVICE AGMNT
(3) CMRRA	L	1,165,446	SERVICE AGMNT
(4) SXWORKS LLC	R	1,399,330	CASH
(5) SOUNDEXCHANGE ENTERPRISES INC	L	103,623	SERVICE AGMNT
(6) SOUNDEXCHANGE ENTERPRISES INC	D	4,252,797	ACCRUAL
(7) CMRRA	Q	581,706	REIMB SVCS
(8) CMRRA	B	2,955,114	CASH
(9) SOUNDEXCHANGE ENTERPRISES INC	R	132,128	CASH

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

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Provide additional information for responses to questions on Schedule R. (see instructions).

Return Reference	Explanation
SCHEDULE R, PART IV, LINE 3	MECHANICAL ROYALTY ADMIN